

CONSTITUTION

The name of the Society is A.B.E.A.B.C. Adult Basic Education Association of British Columbia.

The purposes of the Association are:

Organisational Goals:

1. To promote and ensure professional development activities for adult basic educators.
2. To develop a broad base of membership representative of the field
3. To encourage communication among adult basic educators.
4. To represent the interests and concerns of adult basic educators.
5. To identify and promote excellence in instruction and programming.
6. To support and encourage curriculum and program development.
7. To encourage evaluation of new and existing curricula and program development.
8. To contribute to, and participate in, national and international initiatives on adult basic education.
9. To publish a professional periodical in B.C. called "Groundwork"
10. To ensure sufficient financial resources to meet ABEABC goals and objectives.

BYLAWS

The Association shall be carried on without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its objectives.

This provision is previously unalterable.

In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province of British Columbia as directed by the members.

This provision is previously unalterable.

MISSION STATEMENT

A.B.E.A.B.C. Adult Basic Education Association of British Columbia is a professional association which fosters and promotes excellence in adult basic education instruction and programming.

This provision is previously alterable.

VISION STATEMENT:

The A.B.E.A.B.C. Adult Basic Education Association of British Columbia is an organization proactive in the development of policy, delivery, evaluation of accessible relevant high quality education for adults in British Columbia.

Its vision focuses on excellence in professional development and recognition of the unique perspective of the practitioner in the design and implementation of policy and programs.

This provision is previously alterable.

I. INTERPRETATION

- a. "Executive" means the past president, president, vice president, treasurer and secretary.
- b. "Board" means the entire committee.
- c. "Director" means member of the Board.
- d. "Special resolution" means a resolution passed in a general meeting by a majority of two-thirds of the votes of those members of the society in attendance and entitled to do so.
- e. "Ordinary resolution" means a resolution passed at a general meeting by a majority vote.
- f. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- g. "Registered Address" of a member means the member's address as recorded in the Register of Members.
- h. Words importing the singular include the plural and vice-versa and words importing a person include a group or society.
- i. If there is a conflict between these Bylaws and the Act, or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2. MEMBERSHIP

- a. Membership shall be open to all persons interested in the advancement of Adult Basic Education in British Columbia.
- b. The amount of fees shall be determined by the Board.
- c. Any such person who has completed a membership application and paid the membership fees set by the Board of Directors of the Association shall become a member of the Association.
- d. A member shall cease to be member if:
 - i. He/she notifies the Chairperson of the Membership Committee of his/her wish to resign from the Association, or 2 he/she fails to pay the annual membership fee becoming due.
 - ii. He/she is expelled from the Association by a resolution approved by two thirds of the members present and voting at a General Meeting of the Association.
- e. A member who has retired from the Association but was a member for at least five years shall, upon application, be declared a Life Member, exempt from the annual membership fee.
- f. All members are in good standing if they have paid the current annual membership fee or any other debt due and owing to the Association.
- g. Board Members are exempt from the annual membership fee.

3. GENERAL MEETINGS

- a. The Annual General Meetings shall be held by the end of May in each year.
- b. The location and date of the Annual General Meeting of Directors.
- c. At least fourteen (14) days' notice of a general meeting must be given to members. Notice of a general meeting may be issued by technological communication or mail to the member's Registered Address. Any additions to the agenda should be provided to the secretary 21 days before the meeting.
- d. Meetings shall be governed by Robert's Rules of Order – Revised version.
- e. A member in good standing present at a meeting is entitled to one vote.
- f. Every general meeting, other than an annual and semi-annual general meeting, is an extraordinary general meeting
- g. . The President may convene an extraordinary general meeting if he/she in his/her discretion deems one necessary; or upon receipt of a petition signed by not less than ten percent (10%) of the membership in good standing in the Society.
- h. When the president is unable to chair all other executive committee and board members present are un-willing to chair the meeting, the members present shall choose one of their number to chair the meeting.
- i. A general meeting may be adjourned. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted, other than the election of a person to chair if the president is not present.

- j. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- k. A quorum at general meeting shall consist of 10% of the membership or three persons, whichever is greater. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- l. The majority of the votes of the voting members in good standing present at any meeting shall carry any motion, resolution or vote except changes to the Constitution or Bylaws which require a special resolution of two-thirds acceptance of members present at a general meeting.
- m. Voting is by a show of hands unless the attendees decide otherwise.
- n. Voting by proxy is not permitted.
- o. No rule, made by the Society in general meeting, invalidates a prior **act of** the directors that would have been valid if that rule had not been made.
- p. Directors must disclose to the Council all material interests in matters that may create a conflict of interest. Members of the Association directly or indirectly employed by provincial ministries in a capacity in which they make policy or funding decisions which impact on adult basic education must abstain from voting during the duration of that employment. Members of the Association directly or indirectly employed by provincial ministries in a capacity in which they make policy or funding decisions which impact on adult basic education must abstain from voting during the duration of that employment.
- q. Questions arising at a Board meeting shall be decided by a majority of votes.
- r. All resolutions proposed at a Board meeting must be seconded and the chairman of a meeting may not move or propose a resolution.
- s. A resolution ratified by all the directors and placed with the minutes of the subsequent Board meeting is as valid and effective as if regularly passed at a meeting of directors.

4. EXECUTIVE

- a. The following officers, who shall serve as the Executive for the Society:
 - i. One (1) President.
 - ii. At least one (1) Vice President.
 - iii. One (1) Secretary.
 - iv. One (1) Treasurer.
 - v. One (1) Past President.
- b. If no successor is elected the person previously elected or appointed continues to hold office.
- c. The Executive is responsible for conducting the business of the Association between Board of Directors meetings and for overseeing projects sponsored by the Association.
- d. A quorum for the executive shall be three.
- e. The Executive shall meet at the request of any member of the Executive.
- f. All meetings of the Executive shall ordinarily be open to any member of the Association.

- g. Voting for executive officers of the Board shall be by all members in good standing in attendance at the meetings where elections are held.
- h. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Board.
- i. Where only one member has been nominated for any office, that candidate shall be declared elected by acclamation.
- j. In the event of a tie vote for any office, the Chairman of the Nominating Committee shall cast the deciding vote.
- k. The Board shall be divided into two groups. Each group shall serve a two-year term of office and elections will take place in alternate years. Upon completion of term, a Board Member is eligible for re-election at the meeting to a maximum of 4 years.
- l. No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessary and reasonable incurred by him/her while engaged in the affairs of the Society.
- m. Staggered terms of office are:
 - i. The President, Chairperson of the Fundraising and Conference Committee, Chairperson of the Membership Committee, Aboriginal Liaison Officer and half of the Regional Representatives (North Central, Kootenay-Boundary and Cariboo/Okanagan) will be elected in odd-numbered years.
 - ii. Vice-President, Treasurer, Secretary, Chairperson of the Groundwork Committee and half of the Regional Representatives (Metro Vancouver, Surrey-Delta Fraser Valley and Vancouver Island) shall be elected in even-numbered years.

5. SPECIFIC DUTIES OF ELECTED OFFICERS

- a. **The President:**
 - i. Ensures that the business of the Association is carried forward and that matters of interest are reported to the members
 - ii. Is the spokesperson for the Association
 - iii. Or his/her designate, presides at all General, Board of Directors and Executive Meetings and shall have powers and duties generally pertaining to the office of President.
 - iv. Shall be a member ex-officio of all Committees other than the Nominating Committee.
 - v. Shall appoint any special committee as necessary.
- b. **The Vice-President:**
 - i. Shall assume the duties of the President in the absence of the President.
 - ii. In the event that the office of President becomes vacant, the Vice-President shall be appointed by the Executive to take that office.
 - iii. Co-ordinating any other special committee, as directed by the President.
- c. **The Treasurer:**
 - i. Is the custodian of all monies and financial records of the Association. Will be a signing officer on the Auxiliary bank accounts, and see that accurate records are kept.

- ii. For projects sponsored by the Association, the Treasurer may delegate this duty to others agreed to by the Executive. Nevertheless, the Treasurer will oversee the management of project funds.
 - iii. Prepares the financial statements for the Annual Report and for the Annual General Meeting, recommends a budget and dues levels for the upcoming year for the Board of Directors to present to the Annual General Meeting
 - iv. Prepares the Annual Report to the Registrar of Societies, the GST return, and the Charity Report and other reports as requested by the President or the Board of Directors
 - v. The Treasurer shall have the powers and the duties generally pertaining to the office of Treasurer.
- d. **The Secretary:**
- i. Will arrange and will ensure that meeting agendas are sent to participants in advance of each meeting.
 - ii. Record minutes and motions of annual, semi-annual, council and executive meetings. Copies of all minutes shall be provided to the directors within seven (7) days, of a meeting.
 - iii. Have custody of such minutes and other records pertaining to the office of the secretary.
 - iv. Conduct the correspondence of the board as directed.
 - v. Perform such other duties as may from time to time be determined by the board.
 - vi. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.
- e. **The Past President:**
- i. Shall act in an advisory capacity on the council to provide continuity and shall serve as chairman of the nominating committee.
 - ii. Should the immediate past president be unable to serve, a former past president may be asked to assume the responsibility.

6. BOARD OF DIRECTORS

- a. The Board of Directors of the Association is responsible for conducting the business of the Association between general meetings.
- b. The Board shall consist of:
 - i. Five or more Executive members;
 - ii. Regional Representative from each of the six designated regions in British Columbia: Metro Vancouver, Surrey-Delta-Fraser Valley, Vancouver Island, North Central, Cariboo-Okanagan and Kootenay-Boundary;
 - iii. The Chairperson of the Fundraising & Conference Committee;
 - iv. The Chairperson of the Membership Committee;
 - v. The Chairperson of the Groundwork Committee;
 - vi. The Government and Community Liaison Officer;
 - vii. An Aboriginal Liaison Officer (must be of First Nations ancestry).
- c. A quorum of the executive is three. (3)

- d. All meetings of the Board of Directors shall ordinarily be open to any member of the Association.
- e. The Board of Directors shall meet at least three times each year, in person, or using technology.
- f. A person shall cease being a member of the Society:
 - i. By delivering a written resignation to the Secretary of the Society, or by mailing or delivering it to the Registered Office of the Society, specifying therein the effective date of resignation;
 - ii. Upon being absent from two consecutive Council meetings without a valid reason acceptable to the director; or
 - iii. When that director is asked to resign by two thirds (2/3)-of the Council or by Special Resolution at a general meeting of the Council or by Special Resolution at a general meeting.
- g. If a director resigns his/her office or otherwise ceases to hold office, the remaining Executive shall appoint a member to take the place of the former director.
- h. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- i. Upon resignation or end of term of a director, such director shall deliver over to the directors all records, notes, and documents as required by them.
- j. The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office.
- k. A director, other than the president, may hold more than one position.

7. SPECIFIC DUTIES OF BOARD MEMBERS & COMMITTEES.

a. The Regional Representatives:

- i. Shall be responsible for representing the concerns of members and potential members in their regions at Board of Directors meetings and convey those concerns to the President as appropriate between Board of Directors meetings.
- ii. Shall actively encourage those interested or involved in adult basic education in their regions to become and remain members of the Association.
- iii. May sponsor activities within their region which may be of interest to members and may request seed money for such activities from the Board of Directors.
- iv. After consulting with the President, may speak on behalf of the Association with regard to issues that affect adult basic education in their region.
- v. Will provide information on adult education matters to the membership at meetings, and in the Groundwork magazine.

b. The Chairperson of the Membership Committee:

- i. Will develop and implement strategies for increasing membership in the ABEABC.
- ii. May direct the recruitment activities of a Membership Committee which could include all of the Regional Representatives and others as designated by the Chairperson.
- iii. Will maintain accurate and up-to-date membership lists.

c. The Chairperson of the Fundraising and Conference Committee

- i. Will develop and implement strategies for raising funds for Association activities.

- ii. Will head a committee to plan and organize the annual conferences.
- d. **The Chairperson of the Groundwork Committee:**
 - i. Will oversee the production of a minimum of three (3) issues of *Groundwork* per year.
 - ii. May direct the activities of a Groundwork Committee which will include others as designated by the Chairperson.
- e. **The Nominating Committee**
 - i. The nominating committee present a slate of officers at the Annual General Meeting.
- f. A General Meeting or the Board of Directors may establish **other committees** as required. Each such committee shall be given written terms of reference, shall have a fixed term and shall report to the body which established it.

8. ELECTIONS

- a. All Board Members shall be elected for at least one year.
- b. The President, Chairperson of the Fundraising and Conference Committee, Chairperson of the Membership Committee, Aboriginal Liaison Officer and half of the Regional Representatives (North Central, Kootenay-Boundary and Cariboo/Okanagan) will be elected in odd-numbered years.
- c. The Vice President, Treasurer, Secretary, Chairperson of the Groundwork Committee and half of the Regional Representatives (Metro Vancouver, Surrey-Delta Fraser Valley and Vancouver Island) shall be elected in even-numbered years.
- d. All members present at the Annual General Meeting may vote in the election of Board Members.
- e. In general, all newly elected Board Members will take office following the Annual General Meeting. Board Members who serve as liaisons to other organizations may take office at another date in order to meet the requirements of the other organizations.
- f. No Board Member shall serve more than four (4) consecutive years on the Board unless no-one is available to take the position.
- g. A Board Member may be removed from office at a General Meeting by a two-thirds vote of the members eligible to vote for his or her position.
- h. Any member of the Board missing three or more meetings may at the discretion of the Board of Directors be replaced in office.
- i. Should a vacancy other than that of President occur the Executive may appoint a member to fill the vacancy until the next General Meeting.

9. ACCOUNTS

- a. The fiscal year of the Society shall be January 1st to December 31st.
- b. The banking facilities shall be approved by Council.
- c. The Board shall be responsible for the payment of accounts and entering into contracts as follows:
- d. All accounts payable by the Society shall be examined, and payment authorized by the President or her designate before being paid, except expenditures previously authorized by the Council;

- e. Before any contracts or agreements are entered into by the Society, such contracts must be acceptable to the Executive Committee and ratified by the Council in a timely manner.
- f. The directors shall determine the signing officers of the Board,
- g. The directors shall present the financial statements to members at least 10 days before the meeting.
- h. The directors shall from time to time determine whether and to what extent and at what times and places, and under what conditions or regulations the accounts and books of the Society shall be open to the inspection of members who are not directors.

10. FINANCIAL OPERATIONS

- a. The Treasurer, together with the President and one or two other members of the Board of Directors, is empowered to operate an account for the Association at a bank or credit union. The signatures of any two of the three or four named above shall be required to withdraw funds from or write cheques on this account.
- b. The Board of Directors shall submit a budget for approval at the Annual General Meeting. Any subsequent expenditure in excess of \$1000 not included in the approved budget and not covered by unbudgeted income must have the prior approval of the Board.
- c. A Financial Review should be done each year.
- d. The Association shall not borrow money or contract a debt except by a resolution approved by 66% of the members present and voting at a General Meeting.
- e. Upon approval of the Board of Directors, any member of the Board may accept gainful employment in an Association-sponsored project.

11. BRANCH SOCIETIES

The members may, by resolution at any General Meeting, set up a branch office consistent with the requirements of the Societies Act.

12. AMENDMENTS

Amendments to the Constitution or Bylaws may be made by a resolution approved by two thirds-of the members present and voting at a General Meeting.

INDEX

Aboriginal Liaison Officer	6, 8	Chair	3
Accounts	8	Extraordinary General	3
Amendments	9	Open	7
Annual General Meeting	8	Robert's Rules of Order-Revised	3
Banking	8	Voting	5
Board of Directors	6	Membership	3
Branch Office	9	Fees	3
Budget	9	Good Standing	3, 4
Chairperson of Fundraising/Conference	7	Life Member	3
Chairperson of Groundwork	8	Resignation	7
Chairperson of Membership	7	Termination	3
Charity Report	6	Minutes	6
Conflict of Interest	4	Mission Statement	2
Conflict with Society Regulations	2	Nominating Committee	8
Contracts	9	Officers-Signing	9
Director		Ordinary Resolution	2
Remuneration	5	Other Committees	8
Resignation	7	Past President	4, 6
Termination	7, 8	President	4, 5, 8, 9
Vacancy	8	Proxy Voting	4
Elections	8	Quorum	3, 4, 6
Executive	2, 4, 5, 6, 7, 9	Regional Representatives	7, 8
Financial Operations	9	Resolutions	4
Financial Review	9	Secretary	4, 6, 8
Financial Statements	9	Signing Officers	5, 9
Fiscal Year	8	Special Resolution	2
Government & Community Liaison	6	Spending-\$1000	9
GST Return	6	Term of Office	5, 8
Interpretation	2	Treasurer	4, 6, 8, 9
Majority	2, 4	Vice President	4, 5, 8
Meetings		Vision Statement	2
Adjourned	3	Voting	4
Annual General Meeting	3, 6		

